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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Philip E. Goss, Jr., Esq.**  
**Attorney at Law**

1172 South Dixie Hwy.  
P.M.B. 188  
Coral Gables, FL 33146

305.668.7116 Office  
305.668.7189 Fax

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: A. Carlo Guadagno, D.C., P.A.

Dear Sir/Madam:

Enclosed please find an original and one copy of the articles of incorporation for the above referenced corporation, as well as the appropriate filing fee. Please return the file copy to me. Thank you.

Very truly yours,



Philip E. Goss, Jr.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 6, 2004

PHILIP E. GOSS, JR., ESQ.  
P.M.B. 188  
CORAL GABLES, FL 33146

SUBJECT: A. CARLO GUADAGNO, D.C., P.A.  
Ref. Number: W04000013293

We have received your document for A. CARLO GUADAGNO, D.C., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

A corporation may not serve as its own registered agent and director.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 504A00022413

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

A. CARLO GUADAGNO, D.C., P.A.

The undersigned incorporator to these Articles of Incorporation, hereby forms a professional service corporation for the practice of chiropractic medicine under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of the corporation shall be:

A. Carlo Guadagno, D.C., P.A.  
15118 S.W. 72<sup>nd</sup> Street  
Miami, FL 33193

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for sole and specific purpose of rendering professional chiropractic medical services pursuant to the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

All shares issued shall be fully paid and nonassessable. Shares of Stock may only be issued to individuals who are licensed to practice Chiropractic medicine within the State of Florida.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the 31<sup>st</sup> day of March, 2004.

#### ARTICLE V

##### REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

A. Carlo Guadagno, D.C., ~~XX~~  
15118 S.W. 72<sup>nd</sup> Street  
Miami, FL 33193

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

#### ARTICLE VII

DIRECTORS

This Corporation shall have one (1) Director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial member of the Board of Directors is:

A. Carlo Guadagno, D.C., ~~XX~~  
15118 S.W. 72<sup>nd</sup> Street  
Miami, FL 33193

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

A. Carlo Guadagno, D.C., ~~XX~~  
15118 S.W. 72<sup>nd</sup> Street  
Miami, FL 33193

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by

reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

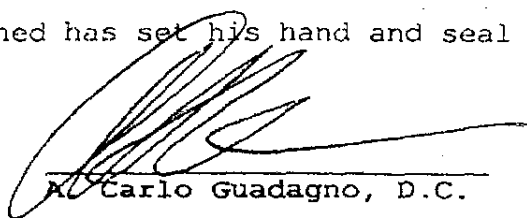
ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this

17 day of March, 2004.

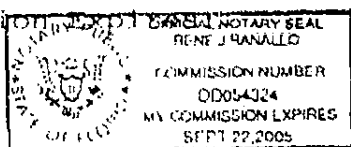
  
A. Carlo Guadagno, D.C.

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared A. Carlo Guadagno, D.C., to me known to be the person described as incorporator or who has produced Driver's License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 17 day of March, 2004.

My Commission Expires



  
NOTARY PUBLIC


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That A. Carlo Guadagno, D.C., P.A., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named A. Carlo Guadagno, D.C., 15118 S.W. 72<sup>nd</sup> Street, Miami, FL 33193 County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

  
A. Carlo Guadagno, D.C.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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